



Auro Laboratories Limited

Reg.Off / Mfg.Unit : K-56, M.I.D.C. Tarapur, Dist. Palghar, Maharashtra – 401506
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CIN No. L33125MH1989PLC051910
Tel. : + 91 22 6663 5456 Fax : + 91 22 6663 5460
Email : auro@aurolabs.com Web : www.aurolabs.com

Notice of the 35th Annual General Meeting

NOTICE is hereby given that the **Thirty-Fifth (35th) Annual General Meeting (AGM)** of the Members of **Auro Laboratories Limited** will be held on **Friday, June 28, 2024 at 11.00 AM (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2024, together with the reports of the Board of Directors and the Auditors thereon be and is hereby received and adopted.”

2. **To appoint a director in place of Mr. Kiran Suresh Kulkarni (DIN 09175595) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Kiran Suresh Kulkarni (DIN 09175595) as a director, who is liable to retire by rotation.”

SPECIAL BUSINESS:

3. **To ratify the remuneration payable to M/s. Poddar & Co., Cost Auditors for the Financial Year 2024-2025:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and Board of Directors, members of the Company hereby ratify and approve the remuneration of ₹60000/- (Rupees Sixty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit at actuals, if any, payable to M/s. Poddar & Co., Cost Accountants, Firm Registration Number: 101734, who have been appointed as Cost Auditors by the Board of Directors of the Company, to conduct cost audit of the cost records of the Company for the financial year ending FY 2024-2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

4. To appoint Mr. Mahendra Kumar Daga (DIN: 10570354) as a Non-Executive Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Mahendra Kumar Daga (DIN: 10570354) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from April 1, 2024 who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) years till March 31, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Re-Appointment of Mr. Siddhartha Deorah (DIN 00230796) as Whole-Time Director of the Company for a term of 3 years:

To Consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded for re-appointment of Mr. Siddhartha Deorah (DIN 00230796) as the Whole time Director of the Company for a period of 3 (Three) Years w.e.f. April 1, 2025, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Siddhartha Deorah (DIN 00230796), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

6. **Re-Appointment of Mr. Sharat Deorah (DIN 00230784) as Chairman and Managing Director of the Company for a term of 3 years and continuation of term on attaining age above 70 years:**

To Consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded for re-appointment of Mr. Sharat Deorah (DIN 00230784) as Chairman and Managing Director of the Company and who attained the age of 70 years on June 2, 2020, be and is hereby allowed to continue to function as a Chairman and Managing Director of the Company for a period of 3 (Three) Years w.e.f. April 1, 2025, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Sharat Deorah (DIN 00230784), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

By order of the Board of Directors
For Auro Laboratories Limited

(Sweta Agarwal)
Company Secretary
(Membership No.: F10753)

CIN No. L33125MH1989PLC051910
Mumbai, May 25, 2024

NOTES:

1. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘Act’) setting out material facts concerning the business under Item Nos. 3 to 6 set out above are annexed hereto. Further, the relevant details with respect to Item Nos. 2, 4, 5 & 6 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional/ Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM or to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company at agm@aurolabs.com or upload on the VC portal /e-voting portal.
6. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write well in advance to the Company at agm@aurolabs.com and the same will be replied by the Company suitably.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and other relevant documents referred to in the Notice and in the Explanatory Statements will be available for inspection by the members in electronic mode. Members who wish to inspect the documents are requested to write to the company by sending e-mail at agm@aurolabs.com.
8. As per the provisions of Clause 3.A.III of the General Circular No. 20/ 2020 dated 5th May 2020 issued by MCA, the matters of Special Business as appearing at Item Nos. 3 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. shall be allowed to attend the meeting without restriction.
10. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/

2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

Notice calling the AGM has also been uploaded on the website of the Company at www.aurolabs.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com.

Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.

- a. For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA at: agm@aurolabs.com or support@purvashare.com
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The Company is not required to close Register of Members and Share Transfer Books for the purpose of AGM.

13. Dematerialization:

Shares held in dematerialized form have several advantages like immediate transfer of shares, faster settlement cycle, faster disbursement of non-cash corporate benefits like rights, etc., lower brokerage, ease in portfolio monitoring, etc. Besides risks associated with physical certificates such as fake certificates, bad deliveries, loss of certificates in transit, get eliminated. Since there are several benefits arising from dematerialization, we sincerely urge you to dematerialize your shares at the earliest, if you are still holding the shares in physical form.

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.aurolabs.com and on the website of the Company's RTA, Purva Sharegistry (India) Private Limited at www.purvashare.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

14.1. **For shares held in electronic form:** to their Depository Participants (DPs)

14.2. **For shares held in physical form:** to the Company/ Registrar and Transfer Agents (RTA) in prescribed Form ISR-1 and other forms pursuant to and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

15. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

[Unit: Auro Laboratories Limited]

Unit no. 9 Shiv Shakti Ind. Estt. J. R. Boricha Marg, Lower Parel (E) Mumbai 400 011

Tel: 91-22-2301 2518 / 6761

Email: support@purvashare.com Web: www.purvashare.com

16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the registrar, the details of such folios together with the share certificates and self-attested copies of PAN card of the holders for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.aurolabs.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to our RTA in case the shares are held in physical form.

18. The Company's shares are listed on BSE Limited, Mumbai.

19. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.

20. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are annexed as Annexure II and forms part of this Notice.

21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and relevant MCA Circulars and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating

voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

22. The Company has appointed CS Mahesh Soni (FCS: 3706, COP: 2324) and failing him, CS Sonia Chettiar FCS: 12649 COP: 10130), of GMJ & Associates, Company Secretaries as the scrutinizer for conducting e-voting process in a fair and transparent manner.
23. The voting facility through electronic voting system shall be made available during the AGM and members attending the meeting through VC who have not cast their vote by remote e-voting shall be able to exercise their right during the meeting through electronic voting system. The process and manner for e-voting and process of joining meeting through video conferencing along with other details also forms part of the Notice.
24. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**ITEM NO 2:**

Explanatory statement in respect of Item No. 2 is pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), however, the same is strictly not required as per Section 102 of the Companies Act, 2013.

Based on the terms of appointment, Mr. Kiran Suresh Kulkarni (DIN 09175595), Whole Time Director, whose office is liable to retire at the 35th AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his reappointment.

His brief profile also forms part of the Corporate Governance Report. Other details of Mr. Kiran Suresh Kulkarni (DIN 09175595), have been provided in the annexure I to this Notice.

Mr. Kiran Kulkarni is not related to any of the Directors/KMP of the Company. Except Mr. Kiran Kulkarni and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution set forth in Item No. 2 subject to the approval of the Members at the 35th Annual General Meeting.

ITEM NO 3:

Upon the recommendation of the Audit Committee, the Board has approved the re-appointment of M/s. Poddar & Co., Cost Auditors to conduct the audit of the cost records maintained by the Company for the products manufactured at its Factory situated at K-56, MIDC Tarapur for the financial year ending March 31, 2025 at a remuneration of ₹60000/- (excluding Taxes plus out of pocket expenses at actual).

In accordance with the provisions of section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.3 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company recommends the passing of resolution as set out at Item No.3 as an Ordinary Resolution.

ITEM NO. 4

Based on the recommendation by the Nomination and Remuneration Committee and pursuant to Section 161 of the Companies Act, 2013 (the "Act"), the Board of Directors in their meeting held on March 30, 2024 appointed Mr. Mahendra Kumar Daga (DIN: 10570354), as an Additional Director (in the category of Non-Executive Independent Director) of the Company effective from April 1, 2024.

Mr. Mahendra Kumar Daga qualifies to be appointed as an Independent Director for a term of up to 5 years. The Board noted that his skills, knowledge, and experience are aligned to the role and capabilities and that he is eligible for appointment as an Independent Director.

Mr. Mahendra Kumar Daga has confirmed:

- i. his eligibility and criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”);
- ii. he is not disqualified or debarred from holding the office of director by virtue of any SEBI order or any other such authority;
- iii. he has undertaken registration in the Independent Director’s data bank; and
- iv. he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Company has received all statutory disclosures / declarations from Mr. Mahendra Kumar Daga, including

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and
- iii. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’)

Further, a notice in writing under section 160 of the Act has been received by the Company from a Member signifying his intention to propose the appointment of Mr. Mahendra Kumar Daga as a Non-Executive Independent Director of the Company.

In terms of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Act and rules made thereunder and Listing Regulations, it is proposed that Mr. Mahendra Kumar Daga be appointed as a Non-Executive Independent Director to hold office for a term of five years i.e., up to March 31, 2029.

His brief profile and other details have been provided in the annexure I to this Notice.

Other than Mr. Mahendra Kumar Daga and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company recommends the passing of resolution as set out at Item No.4 as a Special Resolution.

ITEM NO. 5

Mr. Siddhartha Deorah (DIN: 00230796) was appointed as a Whole Time Director of the Company at the 32nd Annual General Meeting of the Company held on August 31, 2021 for a term of 3 years i.e up to March 31, 2025. The Board of Directors of the Company (‘the Board’) at the meeting held on May 25, 2024, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Siddhartha Deorah as a Whole time Director of the Company effective from April 1, 2025.

Mr. Siddhartha Deorah satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 (the “Act”), as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Disclosures pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are provided in the Annexure I which forms part of this Notice.

The terms of his appointment including remuneration, commission, perquisites etc. have been proposed by Nomination & Remuneration Committee and the Board, for approval of the Members at the ensuing Annual General Meeting. The details are as follows:

Salary

Not exceeding Rs. 30 Lakhs per annum with liberty to the Board of Directors (which shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit subject to aforesaid limits.

Benefits, Perquisites and Allowance:

- Gratuity payable at a rate of half month's salary for each completed year of service.
- Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contribution to Provident Fund and Superannuation Fund to the extent that these, either singly or put together are not taxable under the Income Tax Act, 1961.
- Leave unavailed of will be allowed to be encashed at the end of the tenure as per Company's Rules.

Commission:

Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members as a Special Resolution in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. Siddhartha Deorah as the Whole time Director for a period of 3 years commencing w.e.f April 1, 2025.

Mr. Sharat Deorah being closely related to Mr. Siddhartha Deorah as Father is deemed to be concerned and interested in the resolution at Item no.5. Except Mr. Sharat Deorah and Mr. Siddhartha Deorah, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company recommends the passing of resolution as set out at Item No.5 as a Special Resolution.

ITEM NO. 6

Mr. Sharat Deorah (DIN: 00230784), who has attained the age of 74 years, was appointed as the Chairman and Managing Director of the Company at the 32nd Annual General Meeting of the Company held on August 31, 2021 for a term of 3 years i.e up to March 31, 2025. The Board of Directors of the Company ('the Board') at the meeting held on May 25, 2024, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Sharat Deorah as the Chairman and Managing Director of the Company effective from April 1, 2025.

Mr. Sharat Deorah is on the Board of the Company since May 26, 1989 and has an experience of around 4 decades in the pharmaceuticals industry. He looks after the overall affairs of the Company and plays an imperative role in the progress of the Company. He has successfully steered the organization to laudable levels of performance and profitability. His experience and expertise have played a vital role in the overall growth of the Company since its inception. The Board and Nomination and Remuneration Committee is of the view that even though he has attained

the age of 74 years, his association with the Company in the future period will be an advantage for the Company in terms of profitability and growth.

Mr. Sharat Deorah satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 (the "Act"), as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Disclosures pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are provided in the Annexure I which forms part of this Notice.

The terms of his appointment including remuneration, commission, perquisites etc. have been proposed by Nomination & Remuneration Committee and the Board, for approval of the Members at the ensuing Annual General Meeting. The details are as follows:

Salary

Not exceeding Rs. 30 Lakhs per annum with liberty to the Board of Directors (which shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit subject to aforesaid limits.

Benefits, Perquisites and Allowance:

- Gratuity payable at a rate of half month's salary for each completed year of service.
- Company's contribution towards Provident Fund as per Rules of the Company, but the same shall not exceed 25% of the salary, subject to the condition that the contribution to Provident Fund and Superannuation Fund to the extent that these, either singly or put together are not taxable under the Income Tax Act, 1961.
- Leave unavailed of will be allowed to be encashed at the end of the tenure as per Company's Rules.

Commission:

Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members as a Special Resolution in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the appointment of Mr. Sharat Deorah as the Chairman and Managing Director of the Company for a period of 3 years effective from April 1, 2025.

Mr. Siddhartha Deorah being closely related to Mr. Sharat Deorah as Son, is deemed to be concerned and interested in the resolution at Item no. 6. Except Mr. Sharat Deorah and Mr. Siddhartha Deorah, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company recommends the passing of resolution as set out at Item No.6 as a Special Resolution.

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of re-appointment of Mr. Siddhartha Deorah and Mr. Sharat Deorah as detailed in item no. 5 & 6:

1) GENERAL INFORMATION:

- i. Nature of Industry: Pharmaceutical
- ii. Date or expected date of commencement of commercial production: The Company commenced manufacturing activities of Active Pharmaceutical Ingredients (API's) since 1992.
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- iv. Foreign Investments or collaborations, if any: Not Applicable
- v. Financial Performance based on given indicators:

(Rs. in Lakhs)

S No.	Particulars	2023-2024	2022-2023	2021-2022	2021-2020
1	Revenue	5363.52	5289.42	5086.58	5425.18
2	Profit after tax	779.21	244.20	284.46	717.95

2) Information about the appointee/s

Details	Mr. Siddhartha Deorah	Mr. Sharat Deorah
Background details	Mr. Siddhartha Deorah is associated with the Company since August 1, 1999 as Director of the Company and has an experience of over 20 years in Production & Marketing.	Mr. Sharat Deorah is associated with the Company since May 26, 1989 as Director of the Company and has an experience of over 37 years to his credit.
Past remuneration	Rs. 52.50 Lakhs Per Annum	Rs. 52.50 Lakhs Per Annum
Recognition or awards	Nil	Nil
Job profile and his suitability	Mr. Siddhartha Deorah looks after the Purchase and Sales aspects of the Company. He has vast experience and possesses all required competencies.	Mr. Sharat Deorah looks after the overall affairs of the Company including long term strategies. Further, the Managing Director is entrusted with the powers and authority to manage the affairs of the Company subject to direction and control of the Board of Directors.
Remuneration proposed	As per Notice & Explanatory Statement	As per Notice & Explanatory Statement
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies.	Considering the size of the Company, the industry benchmarks, experience of the appointee and the responsibilities to be shouldered by him, the proposed remuneration is commensurate with the remuneration paid to similar appointees in other companies
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Besides the proposed remuneration, Mr. Siddhartha Deorah does not have any pecuniary relationship with the Company. Mr. Siddhartha Deorah is related to Mr. Sharat Deorah	Besides the proposed remuneration, Mr. Sharat Deorah does not have any pecuniary relationship with the Company. Mr. Sharat Deorah is related to Mr. Siddhartha Deorah

3) OTHER INFORMATION:

- i. Reason of loss or inadequate profits: N.A
- ii. Steps taken or proposed to be taken for improvement: N.A.
- iii. Expected increase in productivity and profits in measurement terms: N.A.

4) DISCLOSURES:

Necessary disclosures shall be made in the Directors Report annually and Shareholders will be provided all the necessary information.

By order of the Board of Directors
For Auro Laboratories Limited

CIN No. L33125MH1989PLC051910
Mumbai, May 25, 2024

Sweta Agarwal
Company Secretary
(Membership No.: F10753)

ANNEXURE I TO NOTICE OF 35TH AGM

ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM AS PER ITEM NO. 2, 4, 5 & 6 OF THE NOTICE OF THE 35th ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.

Particulars	Mr. Kiran Suresh Kulkarni	Mr. Mahendra Kumar Daga	Mr. Siddhartha Deorah	Mr. Sharat Deorah
DIN	09175595	10570354	00230796	00230784
Designation	Whole Time Director	Non-Executive Independent Director	Whole Time Director	Chairman and Managing Director
Date of Birth & Age	June 09, 1971 53 years	July 8, 1970 52 years	September 21, 1978 46 Years	June 02, 1950 74 Years
Qualification	M.Sc. (Organic Chem) from North Maharashtra University, Jalgaon in 1994. B.Sc. (Chemistry) from Poona University in 1992.	Mr. Mahendra Kumar Daga is a Commerce Graduate from Calcutta University.	Mr. Siddhartha Deorah is a Management Graduate from Boston University, USA. After gaining experience in the business, he went on to complete his MBA from City University, London.	Mr. Sharat Deorah is a Graduate from Calcutta University.
Nationality	Indian	Indian	Indian	Indian
Brief resume & Nature of expertise in specific functional areas Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He has an experience of more than 23 years in QC/QA department of API manufacturing companies. He looks after the quality control and general management functions at the manufacturing facility of the Company.	He has an experience of over 33 years in Management and accounting in the logistics industry.	He is associated with the Company since August 1, 1999 and has an experience of over 20 years in Production & Marketing. He brings a wide range of management techniques and knowledge, and under his guidance the Company has witnessed comprehensive growth in its operations. He looks after the Purchase and Sales aspects of the Company	He is associated with the Company since May 26, 1989 as Director of the Company. He has experience in the pharmaceutical industry of more than 37 years in manufacturing and exporting of Bulk drugs. He looks after the Overall affairs of the Company.

Date of first Appointment	May 24, 2021	April 1, 2024	December 16, 2013	May 26, 1989
Terms and Conditions of Appointment/Re-appointment	In terms of Section 152 of the Companies Act, 2013, Mr. Kiran Suresh Kulkarni was appointed as Whole Time Director and is liable to retire by rotation.	As per the resolution in Item no. 4 of this Notice, read with the explanatory statement thereto.	As per the resolution in Item no. 5 of this Notice, read with the explanatory statement thereto.	As per the resolution in Item no. 6 of this Notice, read with the explanatory statement thereto.
Remuneration last Drawn	Rs.22.50 Lakhs Per Annum	Not applicable	Rs. 52.50 Lakhs Per Annum	Rs. 52.50 Lakhs Per Annum
Remuneration sought to be paid	Up to Rs. 30 Lakhs Per Annum	None other than sitting fees payable for attending meeting of the Board of Directors of the Company	Up to Rs. 120 Lakhs Per Annum	Up to Rs. 120 Lakhs Per Annum
Number of Meetings of the Board attended during the year	7 (Seven)	Not applicable	7 (Seven)	7 (Seven)
Disclosure of relationship between directors inter-se	Not applicable	Not applicable	Son of Mr. Sharat Deorah	Father of Mr. Siddhartha Deorah
Directorship in listed entities as on March 31, 2024	None other than Auro Laboratories Limited	None other than Auro Laboratories Limited	None other than Auro Laboratories Limited	None other than Auro Laboratories Limited
Directorship in other Companies	No such position held	No such position held	i. Auro Impex Private Limited ii. Auro Realestates Private Limited iii. Phalguni Enclave Private Limited	i. Auro Impex Private Limited ii. Auro Realestates Private Limited iii. Phalguni Enclave Private Limited
No. of Shares held in the Company	10 equity shares	NIL	4,41,650 equity shares	11,65,800 equity shares
Membership & Chairmanships of Committees of the Board*	NIL	i. Audit Committee (Chairperson) ii. Stakeholders Relationship Committee (Member)	i. Audit Committee (Member) ii. Stakeholders Relationship Committee (Member)	NIL
Information as	He is not debarred	He is not debarred	He is not debarred	He is not debarred

Notice of 35th AGM

required pursuant to Exchange Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies	from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.	from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.	from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.	from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.
Names of Listed entities from which the person has resigned in the past 3 years	NIL	NIL	NIL	NIL

*In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships/ Chairmanships in only two committees viz. Audit Committee and Stakeholders Relationship Committee (known by whichever name) are considered.

By order of the Board of Directors
For Auro Laboratories Limited

CIN No. L33125MH1989PLC051910
Mumbai, May 25, 2024

Sweta Agarwal
Company Secretary
(Membership No.: F10753)

ANNEXURE II TO NOTICE OF 35TH AGM

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- a) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholder’s/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- b) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- c) The voting period begins on **June 25, 2024 Start Time: 9:00 a.m. (IST)** and ends on **June 27, 2024 End Time: 5:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. June 21, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- d) Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from June 25, 2024 Start Time: 9:00 a.m. (IST) and ends on June 27, 2024 End Time: 5:00 p.m. (IST) or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- e) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- f) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- g) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>1) Existing Users who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> a. Visit URL: https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon b. Select New System Myeasi. c. Login through their existing user id and password d. The User will see the e-Voting menu, e. Click on e-Voting Service Provider name to cast your vote. <p>2) User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> a. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration b. Proceed with completing the required details c. Follow the steps given in Point 1. <p>3) Alternatively, by directly accessing e-Voting website of CDSL</p> <ol style="list-style-type: none"> a. Visit www.cdslindia.com b. Provide your demat account number and PAN c. System will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. <p>After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) USER already registered for NSDL IDEAS facility</p> <ol style="list-style-type: none"> a. Visit https://eservices.nsd.com b. Click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. c. On the new screen, enter your User ID and Password. d. After successful authentication, click on “Access to e-Voting” under e-Voting services e. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>2) User not registered for IDEAS e-Services</p> <ol style="list-style-type: none"> a. To register click on https://eservices.nsd.com b. Select “Register Online for IDEAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp c. Proceed with completing the required details d. Follow the steps given in Point 1. <p>3) Alternatively, by directly accessing e-Voting website of NSDL</p> <ol style="list-style-type: none"> a. Open URL: https://www.evoting.nsd.com/ b. Click on icon “Login” which is available under ‘Shareholder/Member’ section. c. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. d. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name e. On successful selection, you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. After Successful login, you will be able to see e-Voting option. Once you click on e-

securities in demat mode) login through their Depository Participants	Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

h) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on

which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- k) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for the relevant AURO LABORATORIES LIMITED on which you choose to vote.
- m) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- o) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- p) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- r) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; agm@aurolabs.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

25. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at agm@aurolabs.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at agm@aurolabs.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company at agm@aurolabs.com or RTA email id support@purvashare.com.**
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.